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This Instrument Prepared by:

P.O. WARSHAWSKY, OPERATIONS TECHNICIAN

Resolution Trust Corporation  
P.O. Box 419570  
Kansas City, Missouri 64141  
Attn: Release and Assignment Section  
(800) 365-3342

BK. 242 PG 221  
W.E. D. CLK.

by B. Cleveland

SUBSTITUTION OF TRUSTEE  
AND  
DEED OF RECONVEYANCE

KNOW ALL MEN BY THESE PRESENTS:

The Director of the Office of Thrift Supervision issued Order number(s) 90-189 dated January 25, 1990, placing Grand Prairie Savings and Loan Association in receivership and appointing the Resolution Trust Corporation as Receiver of Grand Prairie Savings and Loan Association pursuant to subdivision (F) of Section 5(d) of the Home Owners' Loan Act, as amended.

The Director of the Office of Thrift Supervision, by Order number(s) 90-190 and 89-191 dated January 25, 1990, incorporated a new federal savings association, Grand Prairie Federal Savings and Loan Association, and issued its charter appointing the Resolution Trust Corporation as Conservator for Grand Prairie Federal Savings and Loan Association, to have "all the powers of a conservator or receiver, as appropriate, granted under the Federal Deposit Insurance Act."

Certain assets of Grand Prairie Savings and Loan Association, including the asset which is the subject of this document, have been transferred from Grand Prairie Savings and Loan Association to Grand Prairie Federal Savings and Loan Association; and, for the purposes of confirming said transfer, Grand Prairie Savings and Loan Association does hereby grant, sell, assign, transfer, set over and convey to Grand Prairie Federal Savings and Loan Association, its successors and assigns, without recourse or warranty, any interest Grand Prairie Savings and Loan Association may have in the security document which is the subject of this document, together with the note, debt and claim secured by such security document and the covenants contained in such security document.

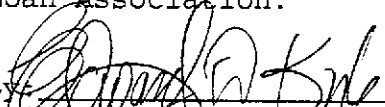
The Director of the Office of Thrift Supervision issued Order number(s) 90-1936 dated November 8, 1990, placing Grand Prairie Federal Savings and Loan Association in receivership and replacing the Conservator of Grand Prairie Federal Savings and Loan

Association with the Resolution Trust Corporation as Receiver of Grand Prairie Federal Savings and Loan Association pursuant to subdivision (F) of Section 5(d) of the Home Owners' Loan Act, as amended.

RESOLUTION TRUST CORPORATION, in its capacity as Receiver of Grand Prairie Federal Savings and Loan Association, having a mailing address of 4900 Main, Suite 200, P.O. Box 419570, Kansas City, Mo. 64141, is the owner and holder of a certain Deed of Trust dated SEPTEMBER 14, 1989 executed by RALPH M. MCCRARY, JR. AND WIFE, ILONA J. MCCRARY, Grantor, in favor of DENNY T. BLAKE, as Trustee, for the benefit of FIRST BANCSHARES MORTGAGE GROUP, INCORPORATED, as Beneficiary, recorded in DEED Book\* at Page 32; SAID DEED OF TRUST WAS SUBSEQUENTLY ASSIGNED TO GRAND PRAIRIE SAVINGS & LOAN ASSOCIATION, PURSUANT TO AN ASSIGNMENT DATED SEPTEMBER 19, 1989 AND FILED OCTOBER 4, 1989 IN DEED BOOK 486 AT PAGE 508 of the Public Records of DESOTO County, Mississippi, covering the property described on Exhibit "A" hereto, securing a certain Promissory Note in the principal amount of 132,000.00, and certain promises and obligations set forth in said Deed of Trust, hereby substitutes RESOLUTION TRUST CORPORATION, as Receiver of Grand Prairie Federal Savings and Loan Association, in lieu of the Trustee therein; hereby acknowledges full payment and satisfaction of said Note and Deed of Trust and surrenders the same as canceled; and does hereby reconvey, remise, release and quitclaim, without warranty or representation, unto the present owner or owners of the property described on Exhibit "A", and unto the heirs, successors and assigns of such owner or owners forever, all the right title and interest which the said RESOLUTION TRUST CORPORATION may have under and by virtue of the aforesaid Deed of Trust, TO HAVE AND TO HOLD THE SAME, with all the privileges and appurtenances thereunto belonging forever, and further, that as to the property described in Exhibit "A", it does hereby fully and absolutely release, cancel and forever discharge said Deed of Trust. \*485

IN WITNESS WHEREOF, RESOLUTION TRUST CORPORATION has caused these presents to be executed in its name by its duly authorized attorney-in-fact.

RESOLUTION TRUST CORPORATION,  
solely in its capacities as receiver  
for Grand Prairie Savings and Loan  
Association and as Receiver for  
Grand Prairie Federal Savings and  
Loan Association.

By:   
Printed Name: EDWARD D. KYLE  
Title: Attorney-in-fact

Pursuant to Power of Attorney  
dated April 1, 1994  
and Recorded in the records of the  
County Clerk of DESOTO County,  
State of MISSISSIPPI, at Book  
\_\_\_\_, Page \_\_\_\_.

Signed, sealed and delivered  
in the presence of:

[Signature]  
Witness

Clare J. Ahrens  
Witness

STATE OF MISSOURI)

COUNTY OF JACKSON)

On July 19, 1994, before me, a notary public for  
the State of Missouri, personally appeared  
EDWARD D. KYLE, known to me to be the person whose  
name is subscribed to the within instrument as the attorney-in-fact  
of RESOLUTION TRUST CORPORATION, who acknowledged to me that he  
subscribed the name of RESOLUTION TRUST CORPORATION, as principal  
and his own name as attorney-in-fact; that the instrument was  
signed for the purposes contained therein on behalf of the said  
RESOLUTION TRUST CORPORATION by authority of the said RESOLUTION  
TRUST CORPORATION; and that the instrument is the free act and deed  
of RESOLUTION TRUST CORPORATION, in its capacities as receiver for  
Grand Prairie Savings and Loan Association and as Receiver of Grand  
Prairie Federal Savings and Loan Association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my  
official seal on the date above written.

Rebecca J. Conrad  
Notary Public

My commission expires:

May 13, 1997

REBECCA J. CONRAD  
Notary Public - Notary Seal  
STATE OF MISSOURI  
Jackson County  
My Commission Expires 5/13/97

EXHIBIT "A"

To Substitution of Trustee and Deed of Reconveyance

The legal description of the subject real estate is as follows:

Lot 25, Timber Lake Subdivision, situated in Section 4, Township 2 South, Range 7 West, DeSoto County, Mississippi, as shown on plat of record in Plat Book 28, Pages 32 and 33, in the office of the Chancery Clerk of DeSoto County, Mississippi.

PROPERTY ADDRESS: 5250 WINDY RIDGE DRIVE, SOUTHHAVEN, MS 38671